

Recipient Committee Campaign Statement

(Government Code Sections 84200-84216.5)

Type or print in ink.

Date Stamp

CALIFORNIA
2001/02
FORM

COVER PAGE
460

Page 1 of 92

For Official Use Only

Statement covers period

from 09/21/2003

through 12/31/2003

Date of election if applicable:
(Month, Day, Year)

10/07/2003

SEE INSTRUCTIONS ON REVERSE

1. Type of Recipient Committee: All Committees - Complete Parts 1,2,3, and 4.

- ☐ Officeholder, Candidate Controlled Committee
☐ State Candidate Election Committee
☐ Recall

(Also Complete Part 5.)

- ☐ General Purpose Committee
☐ Sponsored
☐ Small Contributor Committee
☐ Political Party/Central Committee

- ☒ Ballot Measure Committee
☒ Primary Formed
☒ Controlled
☐ Sponsored

(Also Complete Part 6.)

- ☐ Primary Formed Candidate/
Officeholder Committee
(Also Complete Part 7.)

2. Type of Statement:

- ☐ Pre-election Statement
☒ Semi-annual Statement
☐ Termination Statement
☒ Amendment (Explain below)

Revising description

- ☐ Quarterly Statement
☐ Special Odd-Year Report
☐ Supplemental Preelection
Statement - Attach Form 495

3. Committee Information

I.D. NUMBER
1257330

COMMITTEE NAME (OR CANDIDATE'S NAME IF NO COMMITTEE)

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

STREET ADDRESS (NO P.O. BOX)

CITY	STATE	ZIP CODE	AREA CODE/PHONE
<u>Santa Monica</u>	<u>CA</u>	<u>90401</u>	<u>(310)458-1405</u>

MAILING ADDRESS (IF DIFFERENT) NO. AND STREET OR P.O. BOX

CITY	STATE	ZIP CODE	AREA CODE/PHONE
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OPTIONAL: FAX/E-MAIL ADDRESS

310-664-9120

Treasurer(s)

NAME OF TREASURER
Ms. Colleen C. McAndrews

MAILING ADDRESS

CITY	STATE	ZIP CODE	AREA CODE/PHONE
<u>Santa Monica</u>	<u>CA</u>	<u>90401</u>	<u>310-458-1405</u>

NAME OF ASSISTANT TREASURER, IF ANY
Mr. Joseph A. Guardarrama

MAILING ADDRESS

CITY	STATE	ZIP CODE	AREA CODE/PHONE
<u>Santa Monica</u>	<u>CA</u>	<u>90401</u>	<u>310-458-1405</u>

OPTIONAL: FAX/E-MAIL ADDRESS

4. Verification

I have used all reasonable diligence in preparing and reviewing this statement and to the best of my knowledge the information contained herein and in the attached schedules is true and complete. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on 04/06/2004 By Colleen C. McAndrews
DATE SIGNATURE OF TREASURER OR ASSISTANT TREASURER

Executed on _____ By _____
DATE SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT OR RESPONSIBLE OFFICER OF SPONSOR

Executed on _____ By _____
DATE SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT

Executed on _____ By _____
DATE SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC
State of California

Recipient Committee
Campaign Statement
Cover Page – Part 2

Type or print in ink.

COVER PAGE - PART 2

CALIFORNIA
FORM **460**

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5. Officeholder or Candidate Controlled Committee

NAME OF OFFICEHOLDER OR CANDIDATE

OFFICE SOUGHT OR HELD (INCLUDE LOCATION AND DISTRICT NUMBER IF APPLICABLE)

RESIDENTIAL/BUSINESS ADDRESS (NO. AND STREET) CITY STATE ZIP

Related Committees Not Included in this Statement: List any committees not included in this statement that are controlled by you or are primarily formed to receive contributions or to make expenditures on behalf of your candidacy.

COMMITTEE NAME
Please see attached.

I.D. NUMBER

NAME OF TREASURER

CONTROLLED COMMITTEE?
☐ YES ☐ NO

COMMITTEE ADDRESS STREET ADDRESS (NO P.O.BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

COMMITTEE NAME

I.D. NUMBER

NAME OF TREASURER

CONTROLLED COMMITTEE?
☐ YES ☐ NO

COMMITTEE ADDRESS STREET ADDRESS (NO P.O.BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

6. Ballot Measure Committee

NAME OF BALLOT MEASURE

Gubernatorial Recall

BALLOT NO. OR LETTER

JURISDICTION

Statewide

☒ SUPPORT
☐ OPPOSE

Identify the controlling officeholder, candidate, or state measure proponent, if any.

NAME OF OFFICEHOLDER, CANDIDATE, OR PROPONENT

OFFICE SOUGHT OR HELD

DISTRICT NO. IF ANY

7. Primarily Formed Committee

List names of officeholder(s) or candidate(s) for which this committee is primarily formed.

NAME OF OFFICEHOLDER OR CANDIDATE

OFFICE SOUGHT OR HELD

☐ SUPPORT
☐ OPPOSE

NAME OF OFFICEHOLDER OR CANDIDATE

OFFICE SOUGHT OR HELD

☐ SUPPORT
☐ OPPOSE

NAME OF OFFICEHOLDER OR CANDIDATE

OFFICE SOUGHT OR HELD

☐ SUPPORT
☐ OPPOSE

NAME OF OFFICEHOLDER OR CANDIDATE

OFFICE SOUGHT OR HELD

☐ SUPPORT
☐ OPPOSE

Attach continuation sheets if necessary

Campaign Disclosure Statement Summary Page

Type or print in ink.
Amounts may be rounded
to whole dollars.

SUMMARY PAGE

Statement covers period from 09/21/2003 through 12/31/2003	CALIFORNIA FORM 460 Page 3 of 92 I.D. NUMBER 1257330
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

Contributions Received

		Column A TOTAL THIS PERIOD (FROM ATTACHED SCHEDULES)	Column B CALENDAR YEAR TOTAL TO DATE
1. Monetary Contributions	Schedule A, Line 3	\$2,219,968.00	\$3,431,668.00
2. Loans Received	Schedule B, Line 7	\$500,000.00	\$500,000.00
3. SUBTOTAL CASH CONTRIBUTIONS	Add Lines 1 + 2	\$2,719,968.00	\$3,931,668.00
4. Nonmonetary Contributions	Schedule C, Line 3	\$491,111.26	\$593,717.96
5. TOTAL CONTRIBUTIONS RECEIVED	Add Lines 3 + 4	\$3,211,079.26	\$4,525,385.96

Calendar Year Summary for Candidates Running in Both the State Primary and General Elections

	1/1 through 6/30	7/1 to Date
20. Contribution Received	\$.00	\$.00
21. Expenditures Made	\$.00	\$.00

Expenditures Made

6. Payments Made	Schedule E, Line 4	\$2,663,147.02	\$3,640,119.19
7. Loans Made	Schedule H, Line 7	\$0.00	\$0.00
8. SUBTOTAL CASH PAYMENTS	Add Lines 6 + 7	\$2,663,147.02	\$3,640,119.19
9. Accrued Expenses (Unpaid Bills)	Schedule F, Line 3	(\$1,052,140.05)	\$5,010.00
10. Nonmonetary Adjustment	Schedule C, Line 3	\$491,111.26	\$593,717.96
11. TOTAL EXPENDITURES MADE	Add Lines 8 + 9 + 10	\$2,102,118.23	\$4,238,847.15

Expenditure Limit Summary for State Candidates

22. Cumulative Expenditures Made* (If Subject to Voluntary Expenditure Limit)

Date of Election (mm/dd/yy)	Total to Date
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Current Cash Statement

12. Beginning Cash Balance	Previous Summary Page, Line 16	\$333,892.18	To calculate Column B, add amounts in Column A to the corresponding amounts from Column B of your last report. Some amounts in Column A may be negative figures that should be subtracted from previous period amounts. If this is the first report being filed for this calendar year, only carry over the amounts from Lines 2, 7, and 9 (if any).
13. Cash Receipts	Column A, Line 3 above	\$2,719,968.00	
14. Miscellaneous Increases to Cash	Schedule I, Line 4	\$16,831.34	
15. Cash Payments	Column A, Line 8 above	\$2,663,147.02	
16. ENDING CASH BALANCE	Add Lines 12 + 13 + 14, then subtract Line 15	\$407,544.50	
If this is a termination statement, Line 16 must be zero.			

17. LOAN GUARANTEES RECEIVED..... Schedule B, Part 2 \$500,000.00

Cash Equivalents and Outstanding Debts

18. Cash Equivalents	See instructions on reverse	\$0.00
19. Outstanding Debts	Add Line 2 + Line 9 in Column B above	\$505,010.00

*Since January 1, 2001. Amounts in this section may be different from amounts reported in Column B.

Schedule A

Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 4 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/22/2003	Frank E. Baxter Pacific Palisades, CA 90272	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Jefferies & Company, Inc. Chairman	\$10,000.00	\$10,000.00	
9/22/2003	Timothy Draper (The Timothy Draper Living Trust) Redwood City, CA 94063	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Draper, Fisher, Juvetson Venture Capitalist	\$20,000.00	\$30,000.00	
9/22/2003	Paul Folino Costa Mesa, CA 92626	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Emulex CEO	\$40,000.00	\$150,164.35	
9/23/2003	Robert Byington Stockton, CA 95215	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Stockton Auto Dealer	\$565.00	\$565.00	
9/23/2003	Thomas Ducette Stockton, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Frontiers Communities Builders Corp. Officer	\$288.00	\$288.00	

SUBTOTAL

Schedule A Summary

1. Amount received this period - contributions of \$100 or more.

(Include all Schedule A subtotals.) \$2,219,878.00

2. Amount received this period - unitemized contributions of less than \$100 \$90.00

3. Total monetary contributions received this period.

(Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Line 1.) **TOTAL** \$2,219,968.00

*Contributor Codes
IND - Individual
COM - Recipient Committee
(other than PTY or SCC)
OTH - Other
PTY - Political Party
SCC - Small Contributor Committee

FPPC Form 460 (JUNE/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 5 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$1,350.00	\$7,730.00	
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$1,850.00	\$7,730.00	
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$600.00	\$7,730.00	
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$440.00	\$7,730.00	
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$1,350.00	\$7,730.00	
SUBTOTAL						

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IND - Individual
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(other than PTY or SCC)
OTH - Other
PTY - Political Party
SCC - Small Contributor Committee

Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 6 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$140.00	\$7,730.00	
9/23/2003	Joseph Eger Acampo, CA 95206	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Sierra Lumber Executive	\$2,000.00	\$7,730.00	
9/23/2003	John Ferraiolo Stockton, CA 95212	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Auto Factory Auto Dealer	\$1,850.00	\$1,850.00	
9/23/2003	Matthew Harmon Rocklin, CA 95677	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Western Care Construction Construction	\$800.00	\$3,450.00	
9/23/2003	Matthew Harmon Rocklin, CA 95677	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Western Care Construction Construction	\$1,150.00	\$3,450.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/23/2003	Matthew Harmon Rocklin, CA 95677	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Western Care Construction Construction	\$1,500.00	\$3,450.00	
9/23/2003	Robbie Hovatter Acampo, CA 95220	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Scientific Specialties, Inc. Manufacturer	\$1,700.00	\$1,700.00	
9/23/2003	Robert Pinedo Modesto, CA 95355	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Stockton Jet Center Vice President	\$400.00	\$400.00	
9/23/2003	R. Hall Investment Properties Tustin, CA 92730	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$57,600.00	\$57,600.00	
9/23/2003	Tom Shaffer Stockton, CA 95215	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Bank of Stockton President	\$190.00	\$190.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 8 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/23/2003	The New Majority PAC Lake Forest, CA 92630 Committee ID: 992074	<input type="checkbox"/> IND <input checked="" type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$25,000.00	\$128,800.00	
9/23/2003	Tena Togninali Stockton, CA 95212	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Tena Togninali Farmer	\$850.00	\$850.00	
9/23/2003	Shirley Trani Modesto, CA 95356	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	NJT Companies Owner	\$238.00	\$238.00	
9/23/2003	Charmaine Tyrrell Stockton, CA 95219	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Strategic Research Fundraiser	\$2,500.00	\$2,500.00	
9/24/2003	American Sterling Corporation Irvine, CA 92618	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$50,000.00	\$150,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/24/2003	Frederick E. Hitchcock, Jr. City of Industry, CA 91748	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Hitchcock Automotive Resources Auto Dealer	\$10,000.00	\$35,000.00	
9/25/2003	John Hurley San Francisco, CA 94109	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Cavalry Asset Mgmt. CEO	\$12,000.00	\$15,442.35	
9/25/2003	Lyons-Magnus Fresno, CA 93702	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$10,000.00	\$10,000.00	
9/25/2003	Gaye Morgenthaler Woodside, CA 94062	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Laeta Capital Owner	\$5,000.00	\$32,000.00	
9/25/2003	Art Whitney Rochlin, CA 95677	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Pacific West Pharmacy, Inc. Pharmacist	\$5,000.00	\$5,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/26/2003	Dennis Bassford Mercer Island, WA 98040	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Moneytree, Inc. President	\$20,000.00	\$20,000.00	
9/26/2003	Edward W. Cook, III Newport Beach, CA 92663	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	McCarthy, Cook & Co. Real Estate Professional	\$1,000.00	\$1,000.00	
9/26/2003	Marvin Davis Los Angeles, CA 90067	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Davis Companies Businessman	\$1,000.00	\$1,000.00	
9/26/2003	Paul Folino Costa Mesa, CA 92626	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Emulex CEO	\$1,000.00	\$150,164.35	
9/26/2003	James O'Dean Beverly Hills, CA 90210	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	James O'Dean, MD Physician	\$160.00	\$160.00	
SUBTOTAL						

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IND - Individual
COM - Recipient Committee
(other than PTY or SCC)
OTH - Other
PTY - Political Party
SCC - Small Contributor Committee

Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 11 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/26/2003	Alex Spanos Stockton, CA 95207	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	A. G. Spanos Companies Chairman	\$100,000.00	\$200,000.00	
9/26/2003	Toyota of Orange Orange, CA 92867	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$25,000.00	\$25,000.00	
9/26/2003	Yellowstone Development, LLC Big Sky, MT 59716	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$100,000.00	\$100,000.00	
9/27/2003	Goldman, Goldberg, Silverman Glendale, CA 91203	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$20,000.00	\$20,000.00	
9/29/2003	Wayne S. DeMilia New City, NY 10956	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Physique Productions, Inc. Sports Promotion	\$1,000.00	\$1,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/29/2003	Ken Calvert for Congress Committee Riverside, CA 92516 Committee ID: C00257337	<input type="checkbox"/> IND <input checked="" type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$1,000.00	\$1,000.00	
9/29/2003	Howard Keyes Van Nuys, CA 91401	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Keyes Toyota President	\$25,000.00	\$25,215.00	
9/29/2003	Andrew Littlefair Newport Beach, CA 92663	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Clean Energy, Inc. President/CEO	\$21,200.00	\$21,200.00	
9/29/2003	Matich Corporation San Bernadino, CA 92412	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$20,000.00	\$20,000.00	
9/29/2003	Boone Pickens Dallas, TX 75225	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	BP Capital CEO	\$30,000.00	\$30,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/29/2003	William A. Robinson Tetonia, ID 83452	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	\$100,000.00	\$200,000.00	
9/29/2003	Vernon St. Clair Torrance, CA 90505	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Vernon St. Clair Real Estate Broker	\$100.00	\$100.00	
9/30/2003	Dole Food Company, Inc. Westlake Village, CA 91362	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$80,000.00	\$80,000.00	
9/30/2003	Johnson Machinery Co. Riverside, CA 92592	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$10,000.00	\$10,000.00	
9/30/2003	Bruce A. Karsh Beverly Hills, CA 90210	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Oaktree Capital Management Investment Manager	\$25,000.00	\$25,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
9/30/2003	William Lyon Newport Beach, CA 92660 Memo Reference: INC162	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	William Lyon Homes, Inc. CEO/COB	\$50,000.00	\$150,000.00	
9/30/2003	Charles V. Roven Los Angeles, CA 90069	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Roven Productions, Inc. Producer	\$10,000.00	\$10,000.00	
9/30/2003	Scott Salyer (Scott Salyer Revocable Trust) Pebble Beach, CA 93953	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	S. K. Foods President	\$10,000.00	\$10,000.00	
9/30/2003	The New Majority PAC Lake Forest, CA 92630 Committee ID: 992074	<input type="checkbox"/> IND <input checked="" type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$25,000.00	\$128,800.00	
9/30/2003	Todd R. Wagner Dallas, TX 75226 Committee ID: 1245797	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Investor	\$80,000.00	\$80,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/1/2003	Paul Anka Los Angeles, CA 90067	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Paul Anka Productions Entertainer	\$5,000.00	\$5,000.00	
10/1/2003	Mohammed H. Aref Manhattan Beach, CA 90266	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Aref & Associates Designer	\$1,000.00	\$1,000.00	
10/1/2003	Cendant Corp. Parsippany, NJ 07054	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$28,700.00	\$28,700.00	
10/1/2003	Patrick Dixon Pasadena, CA 91105	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	La District Attorney Lawyer	\$500.00	\$500.00	
10/1/2003	Entrepreneurial Capital Corporation Newport Beach, CA 92660	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$25,000.00	\$25,000.00	
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Schedule A (Continuation Sheet) Monetary Contributions Received

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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number

1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/1/2003	Dwight Kendall Los Angeles, CA 90077	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	\$500.00	\$500.00	
10/1/2003	Dwight Kendall Los Angeles, CA 90077 Memo Reference: INC341	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	\$500.00	\$500.00	
10/1/2003	W. Howard Lester San Francisco, CA 94109	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Williams-Sonoma, Inc. Chairman	\$57,600.00	\$57,600.00	
10/1/2003	Gaye Morgenthaler Woodside, CA 94062	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Laeta Capital Owner	\$2,000.00	\$32,000.00	
10/2/2003	Soloman Aflalo Westlake Village, CA 91360	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Soloman Insurance Group Insurance	\$300.00	\$300.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

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SCHEDULE A (CONT.)

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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number

1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/2/2003	Kathleen Bianco Napa, CA 94557	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Retired	\$1,000.00	\$1,000.00	
10/2/2003	Ed Connors Marina Del Rey, CA 90292	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Gold's Gym International, Inc. Director	\$1,000.00	\$1,000.00	
10/2/2003	Donald Drapkin Alpine, NJ 07620	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	MacAndrews & Forbes Holdings Executive	\$50,000.00	\$50,000.00	
10/2/2003	David Feldman Beverly Hills, CA 90212	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Bloom, Herzog, & Cook Attorney	\$1,300.00	\$1,300.00	
10/2/2003	Jefferey Feldman Sacramento, CA 92673	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Intuit Sales Director	\$500.00	\$500.00	
SUBTOTAL						

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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/2/2003	Layna Friedman Pacific Palisades, CA 90272	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Friedman Jewelry Designs Vice President	\$1,500.00	\$1,500.00	
10/2/2003	Dr. Gladwin Gill Glendale, CA 91201	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Shalom Hospice Clinical Psychologist	\$4,150.00	\$4,150.00	
10/2/2003	David Haid Calabasas, CA 91302 Memo Reference: INC426	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Oasis Furniture Manufacturer	\$450.00	\$0.00	
10/2/2003	John C. Herklotz Laguna Woods, CA 92653	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	\$1,000.00	\$3,000.00	
10/2/2003	Frederick E. Hitchcock, Jr. City of Industry, CA 91748	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Hitchcock Automotive Resources Auto Dealer	\$15,000.00	\$35,000.00	
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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

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10/2/2003	Julie Hochhauser Calabasas, CA 91302	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Hausa Truck Truck Sales Owner	\$400.00	\$400.00	
10/2/2003	Tonian Hohberg Santa Monica, CA 90402	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Fashion Inst. of Design & Merchandising President	\$6,153.00	\$6,153.00	
10/2/2003	Howard Keyes Van Nuys, CA 91401	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Keyes Toyota President	\$215.00	\$25,215.00	
10/2/2003	Elizabeth Lowe Santa Monica, CA 90402	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None None	\$10,000.00	\$10,000.00	
10/2/2003	Mike Margolis Los Angeles, CA 90020	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Margolis & Morin Attorney	\$1,050.00	\$1,050.00	
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SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
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10/2/2003	Richard Naegele Beverly Hills, CA 90210	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	RJN Productions, Inc. Producer	\$2,075.00	\$2,075.00	
10/2/2003	Dean Patterson Encinitas, CA 92024	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	System Check CEO-Private Investigators	\$100.00	\$100.00	
10/2/2003	Regina Risolio Marina Del Rey, CA 90292	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	R & R Enterprises Sales	\$790.00	\$2,040.00	
10/2/2003	Regina Risolio Marina Del Rey, CA 90292	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	R & R Enterprises Sales	\$1,250.00	\$2,040.00	
10/2/2003	Alfred G. Scheid Pacific Palisades, CA 90272	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	\$5,000.00	\$5,000.00	
SUBTOTAL						

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SCHEDULE A (CONT.)

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/2/2003	Arnold Schwarzenegger Santa Monica, CA 90405 Committee ID: 493008	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Oak Productions, Inc. Actor/Businessman	\$150,000.00	\$1,157,318.00	
10/2/2003	Michael Smarinsky Los Angeles, CA 90034	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Metro Goldwyn Mayer Studios Inc. Senior Vice President	\$500.00	\$500.00	
10/2/2003	Joe Talmadge San Francisco, CA 94110	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	World Gym Executive	\$1,050.00	\$1,050.00	
10/2/2003	Robin Talmadge San Francisco, CA 94110	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	World Gym Owner	\$1,700.00	\$2,775.00	
10/2/2003	Robin Talmadge San Francisco, CA 94110	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	World Gym Owner	\$1,075.00	\$2,775.00	
SUBTOTAL						

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SCHEDULE A (CONT.)

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DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/2/2003	Weider Health and Fitness Woodland Hills, CA 91367	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$1,500.00	\$1,500.00	
10/3/2003	Katharine Alden Woodside, CA 94062	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Woodside Hotels & Resorts Hotelier	\$13,000.00	\$13,000.00	
10/3/2003	Richard Allen Carlsbad, CA 92009	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	The Allen Group CEO	\$10,000.00	\$10,000.00	
10/3/2003	AMG Management Company Marina Del Rey, CA 90292	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$21,200.00	\$21,200.00	
10/3/2003	Les Busick Folsom, CA 95630	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Busick Properties Builder	\$25,000.00	\$25,000.00	
SUBTOTAL						

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IND - Individual
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(other than PTY or SCC)
OTH - Other
PTY - Political Party
SCC - Small Contributor Committee

Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 23 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/3/2003	C.W. Contruction, Inc. Rancho Cucamonga, CA 91730	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$5,000.00	\$5,000.00	
10/3/2003	Ronald Loder Laguna Niguel, CA 92611	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Ron Loder Investor	\$49,500.00	\$49,500.00	
10/3/2003	Gaye Morgenthaller Woodside, CA 94062	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Laeta Capital Owner	\$5,000.00	\$32,000.00	
10/3/2003	RSI Holding Corporation Newport Beach, CA 92660	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$28,800.00	\$28,800.00	
10/6/2003	C Forrest Bannan Los Angeles, CA 90071	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Bannan Green Frank & Terzian LLP Attorney	\$500.00	\$500.00	
SUBTOTAL						

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SCC - Small Contributor Committee

Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 24 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/6/2003	Frederick E. Hitchcock, Jr. City of Industry, CA 91748	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Hitchcock Automotive Resources Auto Dealer	\$10,000.00	\$35,000.00	
10/6/2003	Gaye Morgenthaler Woodside, CA 94062	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Laeta Capital Owner	\$20,000.00	\$32,000.00	
10/6/2003	Thomas Taffet Chatsworth, CA 91311	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Thomas Taffet Classic Antique Car Dealer	\$1,000.00	\$1,000.00	
10/6/2003	Nikolaus Von Heidegger (Von Heidegger Revocable Trust) Chatsworth, CA 91311	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Monarch, Inc. Owner	\$4,000.00	\$4,000.00	
10/7/2003	Robert Day Los Angeles, CA 90077	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Trust Company of the West Chairman & CEO	\$25,000.00	\$25,000.00	
SUBTOTAL						

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SCC - Small Contributor Committee

Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period from <u>09/21/2003</u> through <u>12/31/2003</u>		CALIFORNIA FORM 460
Page <u>25</u> of <u>92</u>		
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. Number 1257330

SEE INSTRUCTIONS ON REVERSE

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/7/2003	William Hearst, III Menlo Park, CA 94025	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Kleiner, Perkins, Caufield & Byers Partner, Venture Capital	\$10,000.00	\$10,000.00	
10/7/2003	Dr. Edward Michaud Weston, MA 02493	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Dr. Edward Michaud Physician	\$250.00	\$250.00	
10/7/2003	David Miller South Gate, CA 90280 Memo Reference: INC217	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Los Angeles Chemical President	\$9,999.00	\$9,999.00	
10/7/2003	Dennis Troesh Corona, CA 92882	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Robertson's Ready Mix President	\$10,000.00	\$10,000.00	
10/7/2003	Nikolaus Von Heidegger Chatsworth, CA 91311	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Monarch, Inc. Owner	\$45,000.00	\$45,000.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 26 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/8/2003	Kathleen McCarthy Los Angeles, CA 90024	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Retired Retired	\$1,000.00	\$1,000.00	
10/10/2003	Frank Burgess Banning, CA 92220	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Burgess North America President	\$500.00	\$500.00	
10/15/2003	Majestic Realty Co. City of Industry, CA 91746	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$57,600.00	\$57,600.00	
10/20/2003	A.B. Health Care Associates Sherman Oaks, CA 91423	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$20,000.00	\$20,000.00	
10/20/2003	Aribo Corporation Marina Del Rey, CA 90292	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$17,600.00	\$17,600.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period from <u>09/21/2003</u> through <u>12/31/2003</u>		CALIFORNIA FORM 460 Page <u>27</u> of <u>92</u> I.D. Number 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/20/2003	Heritage Development Organization Marina Del Rey, CA 90292	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$20,000.00	\$20,000.00	
10/23/2003	Dwight Kendall Los Angeles, CA 90077	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	(\$500.00)	\$500.00	
11/10/2003	American International Group, Inc. New York, NY 10270	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$100,000.00	\$100,000.00	
11/12/2003	Ameriquet Capital Corporation Orange, CA 92868	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$100,000.00	\$100,000.00	
11/13/2003	Waste Management , Inc. Houston, TX 77253 Memo Reference: INC235	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$21,200.00	\$21,200.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 28 of 92
		I.D. Number 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
11/18/2003	Cooperative of American Physicians - Trust Legislative Committee Los Angeles, CA 90071 Committee ID: 760951	<input type="checkbox"/> IND <input checked="" type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$21,200.00	\$21,200.00	
11/19/2003	Safeway, Inc. Pleasanton, CA 94588	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$15,000.00	\$15,000.00	
11/20/2003	Wackenhut Corrections Palm Beach Gardens, FL 33410	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$36,800.00	\$36,800.00	
11/24/2003	***RETURNED*** David Haid Calabasas, CA 91302 Memo Reference: EXP427	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Oasis Furniture Manufacturer	(\$450.00)	\$0.00	
11/26/2003	Diane Dollar Knowles San Francisco, CA 94118	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	None Retired	\$21,200.00	\$21,200.00	
SUBTOTAL						

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Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.
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to whole dollars.

SCHEDULE A (CONT.)

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 29 of 92
		I.D. Number 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
11/28/2003	Jim F. Drake, DDS, Inc. Fresno, CA 93711	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$1,000.00	\$1,000.00	
12/1/2003	ACS State & Local Solutions, Inc. Washington, DC 20005	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$50,000.00	\$50,000.00	
12/17/2003	Mercury General Corp. Los Angeles, CA 90010	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$38,800.00	\$38,800.00	
12/18/2003	Chuck Hansen Sacramento, CA 95825	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Hansen Information Technologies Chairman & CEO	\$5,000.00	\$5,000.00	
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				
SUBTOTAL				\$2,219,878.00		

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Schedule B – Part 1 Loans Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE B - PART 1

Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA
FORM **460**

Page 30 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

FULL NAME, STREET ADDRESS AND ZIP CODE OF LENDER (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	(a) OUTSTANDING BALANCE BEGINNING THIS PERIOD	(b) AMOUNT RECEIVED THIS PERIOD	(c) AMOUNT PAID OR FORGIVEN THIS PERIOD*	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD	(e) INTEREST PAID THIS PERIOD	(f) ORIGINAL AMOUNT OF LOAN	(g) CUMULATIVE CONTRIBUTIONS TO DATE
City National Bank Beverly Hills, CA 90210 <input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC			\$500,000.00	<input type="checkbox"/> PAID <input type="checkbox"/> FORGIVEN	\$500,000.00 2/28/2004 DATE DUE	0.00 % RATE	\$500,000.00 9/25/2003 DATE INCURRED	CALENDAR YEAR \$500,000.00 PER ELECTION**
<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				<input type="checkbox"/> PAID <input type="checkbox"/> FORGIVEN		% RATE		CALENDAR YEAR PER ELECTION**
<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				<input type="checkbox"/> PAID <input type="checkbox"/> FORGIVEN		% RATE		CALENDAR YEAR PER ELECTION**
SUBTOTALS								

Schedule B Summary

1. Loans received this period. 500,000.00
(Total Column (b) plus unitemized loans less than \$100.)

2. Loans paid or forgiven this period \$0.00
(Total Column (c) plus loans under \$100 paid or forgiven.)
(Include loans paid by a third party that are also itemized on Schedule A.)

3. Net change this period. (Subtract Line 2 from Line 1.) Net 500,000.00
Enter the net here and on the Summary Page, Column A, Line 2. (may be a negative number)

(Enter (e) on
Schedule E, Line 3)

* Amounts forgiven or paid by
another party also must be
reported on Schedule A.

** If required.

*Contributor Codes

IND-Individual COM-Recipient Committee (other than PTY or SCC) OTH-Other PTY-Political Party SCC-Small Contributor Committee

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule B - Part 2

Loan Guarantors

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE B - PART 2

Statement covers period from 09/21/2003 through 12/31/2003	CALIFORNIA FORM 460
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I.D. Number 1257330	

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

FULL NAME, STREET ADDRESS AND ZIP CODE OF GUARANTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	LOAN	AMOUNT GUARANTEED THIS PERIOD	CUMULATIVE TO DATE	BALANCE OUTSTANDING TO DATE
Arnold Schwarzenegger Santa Monica, CA 90405	<input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Actor/Businessman Oak Productions, Inc.	LENDER <u>City National Bank</u> DATE <u>9/25/2003</u>	\$500,000.00	CALENDAR YEAR <u>\$1,157,318.00</u> PER ELECTION (IF REQUIRED) _____	\$500,000.00
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER _____ DATE _____		CALENDAR YEAR _____ PER ELECTION (IF REQUIRED) _____	
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER _____ DATE _____		CALENDAR YEAR _____ PER ELECTION (IF REQUIRED) _____	
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER _____ DATE _____		CALENDAR YEAR _____ PER ELECTION (IF REQUIRED) _____	
SUBTOTAL \$500,000.00						Enter on Summary Page, Line 17 only.

Schedule C Nonmonetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE C

Statement covers period from <u>09/21/2003</u> through <u>12/31/2003</u>	CALIFORNIA FORM 460
Page <u>32</u> of <u>92</u>	I.D. Number 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	DESCRIPTION OF GOODS OR SERVICES	AMOUNT/ FAIR MARKET VALUE	CUMULATIVE TO DATE CALENDAR YEAR (JAN 1 - DEC 31)	PER ELECTION TO DATE (IF REQUIRED)
10/2/2003	Sports Club LA Los Angeles, CA 90025	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Auction: Memberships	\$5,000.00	\$5,000.00	
10/2/2003	Wilson Creek Winery Temecula, CA 92591	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Auction: Wine	\$400.00	\$400.00	
10/2/2003	San Ysidro Ranch Santa Barbara, CA 93108	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Auction: Hotel Package	\$1,800.00	\$1,800.00	
10/2/2003	Daniel Marshal Humidors Santa Monica, CA 92705	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Auction: Humidor	\$500.00	\$500.00	

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL \$491,111.26

Schedule C Summary

- Amount received this period - nonmonetary contributions of \$100 or more.
(Include all Schedule C subtotals.)..... \$491,111.26
- Amount received this period - unitemized nonmonetary contributions of less than \$100 \$0.00
- Total nonmonetary contributions received this period.
(Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Lines 4 and 10.) **TOTAL** \$491,111.26

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Schedule C

Nonmonetary Contributions Received

Type or print in ink.
Amounts may be rounded
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SCHEDULE C


Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA FORM 460
Page 33 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	DESCRIPTION OF GOODS OR SERVICES	AMOUNT/ FAIR MARKET VALUE	CUMULATIVE TO DATE CALENDAR YEAR (JAN 1 - DEC 31)	PER ELECTION TO DATE (IF REQUIRED)
10/2/2003	Luxe Hotels Los Angeles, CA 90049	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Auction: Hotel Package	\$800.00	\$800.00	
10/2/2003	Villa del Mar Foothill Ranch, CA 92610	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Auction: Hotel Package	\$7,500.00	\$7,500.00	
10/2/2003	Arnold Schwarzenegger Santa Monica, CA 90405 Memo Reference: NON182 Committee ID: 493008	 <input checked="" type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC	Actor/Businessman Oak Productions, Inc.	Auction: Items from personal collection.	\$3,728.00	\$1,157,318.00	
12/31/2003	Californians for Schwarzenegger Santa Monica, CA 90405 Committee ID: 1256981	<input type="checkbox"/> IND <input checked="" type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		Overhead, staffing and event expenses	\$467,793.26	\$467,793.26	

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule C Summary

- Amount received this period - nonmonetary contributions of \$100 or more.
(Include all Schedule C subtotals.).....
- Amount received this period - unitemized nonmonetary contributions of less than \$100
- Total nonmonetary contributions received this period.
(Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Lines 4 and 10.) **TOTAL**

*Contributor Codes
IND - Individual
COM- Recipient Committee
(other than PTY or SCC)
OTH - Other
PTY - Political Party
SCC - Small Contributor Committee

Schedule C Nonmonetary Contributions Received

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE C

Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA
FORM **460**
Page 34 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. Number
1257330

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	DESCRIPTION OF GOODS OR SERVICES	AMOUNT/ FAIR MARKET VALUE	CUMULATIVE TO DATE CALENDAR YEAR (JAN 1 - DEC 31)	PER ELECTION TO DATE (IF REQUIRED)
9/23/2003	Arnold Schwarzenegger Santa Monica, CA 90405 Memo Reference: NON98 Committee ID: 493008	<div><div></div><div>IND</div><div><div></div>COM</div><div><div></div>OTH</div><div><div></div>PTY</div><div><div></div>SCC</div></div>	Actor/Businessman Oak Productions, Inc.	Auction items from personal collection.	\$250.00	\$1,157,318.00	
9/22/2003	Arnold Schwarzenegger Santa Monica, CA 90405 Memo Reference: NON99 Committee ID: 493008	<div><div></div><div>IND</div><div><div></div>COM</div><div><div></div>OTH</div><div><div></div>PTY</div><div><div></div>SCC</div></div>	Actor/Businessman Oak Productions, Inc.	Auction items from personal collection.	\$3,340.00	\$1,157,318.00	
		<div><div></div><div>IND</div><div><div></div>COM</div><div><div></div>OTH</div><div><div></div>PTY</div><div><div></div>SCC</div></div>					
		<div><div></div><div>IND</div><div><div></div>COM</div><div><div></div>OTH</div><div><div></div>PTY</div><div><div></div>SCC</div></div>					

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL \$491,111.26

Schedule C Summary

- Amount received this period - nonmonetary contributions of \$100 or more.
(Include all Schedule C subtotals.).....
- Amount received this period - unitemized nonmonetary contributions of less than \$100
- Total nonmonetary contributions received this period.
(Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Lines 4 and 10.) **TOTAL**

*Contributor Codes

IND - Individual
COM- Recipient Committee
(other than PTY or SCC)
OTH - Other
PTY - Political Party
SCC - Small Contributor Committee

Schedule D

Summary of Expenditures

Supporting/Opposing Other

Candidates, Measures and Committees

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE D

Statement covers period

from 09/21/2003

through 12/31/2003

CALIFORNIA
FORM 460

Page 35 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE	NAME OF CANDIDATE, OFFICE, AND DISTRICT, OR MEASURE NUMBER OR LETTER AND JURISDICTION, OR COMMITTEE	TYPE OF PAYMENT	DESCRIPTION (IF REQUIRED)	AMOUNT THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN.1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
		<input type="checkbox"/> Monetary Contribution <input type="checkbox"/> Nonmonetary Contribution <input type="checkbox"/> Independent Expenditure				
	<input type="checkbox"/> Support <input type="checkbox"/> Oppose					
		<input type="checkbox"/> Monetary Contribution <input type="checkbox"/> Nonmonetary Contribution <input type="checkbox"/> Independent Expenditure				
	<input type="checkbox"/> Support <input type="checkbox"/> Oppose					
		<input type="checkbox"/> Monetary Contribution <input type="checkbox"/> Nonmonetary Contribution <input type="checkbox"/> Independent Expenditure				
	<input type="checkbox"/> Support <input type="checkbox"/> Oppose					

SUBTOTAL

Schedule D Summary

- Contributions and independent expenditures made this period of \$100 or more. (Include all Schedule D subtotals.)
- Unitemized contributions and independent expenditures made this period of under \$100
- Total contributions and independent expenditures made this period. (Add Lines 1 and 2. Do not enter on the Summary Page.) **TOTAL**

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule E Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E

Statement covers period from 09/21/2003 through 12/31/2003		CALIFORNIA FORM 460 Page 36 of 92
I.D. NUMBER 1257330		

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Wendy Warfield Sacramento, CA 95814	CNS		\$6,250.00
Strategic Communications Montecito, CA 93108	TEL		\$375.00
Wendy Cantor Hales Costa Mesa, CA 92626	CNS		\$7,500.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E Summary

1. Payments made this period of \$100 or more. (Include all Schedule E subtotals.)	\$2,663,100.52
2. Unitemized payments made this period of under \$100.	\$46.50
3. Total interest paid this period on loans. (Enter amount from Schedule B, Part 1, Column (e).)	\$0.00
4. Total payments made this period. (Add lines 1, 2, and 3. Enter here and on the Summary Page, Column A, Line 6.)	TOTAL \$2,663,147.02

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 37 of 92
		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$1,731.86
Pillsbury Winthrop San Francisco, CA 94205	PRO			\$53,077.87
Kramer & Associates Elk Grove, CA 95758	CNS			\$3,750.00
Kramer & Associates Elk Grove, CA 95758	CNS			\$5,625.00
Hueter & Associates San Francisco, CA 94111	CNS			\$12,500.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 38 of 92
		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Hueter & Associates San Francisco, CA 94111	CNS			\$18,750.00
Dorsee Productions Rancho Santa Fe, CA 92067	CNS			\$5,000.00
Dorsee Productions Rancho Santa Fe, CA 92067	CNS			\$7,500.00
Stacy Davis Tustin, CA 92780	CNS			\$1,250.00
Stacy Davis Tustin, CA 92780	CNS			\$3,750.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 39 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
The Davis Group Long Beach, CA 90803	CNS			\$5,000.00
Renee Croce Manhattan Beach, CA 90266	CNS			\$16,666.00
Wendy Cantor Hales Costa Mesa, CA 92626	CNS			\$3,750.00
Alice Borden Company Sherman Oaks, CA 91423	CNS			\$12,500.00
Alice Borden Company Sherman Oaks, CA 91423	CNS			\$12,500.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 40 of 92
		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Alice Borden Company Sherman Oaks, CA 91423	CNS			\$12,500.00
Gilliard Blanning Wysocki Assoc., Inc. Sacramento, CA 95814	CNS			\$10,000.00
Renee Croce Manhattan Beach, CA 90266	CNS			\$8,250.00
Wendy Warfield Sacramento, CA 95814	CNS			\$6,250.00
California Recovery Team Sacramento, CA 95814	CVC			\$100,000.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 41 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$7,113.00
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$8,047.81
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$4,679.24
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$2,290.61
Charles P. Diamond Los Angeles, CA 90067	PRO			\$4,981.50

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 42 of 92
		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$1,952.17
Renee Croce Manhattan Beach, CA 90266	CNS			\$8,250.00
Jones Day Washington, DC 20001	PRO			\$2,800.00
Target Enterprises Ltd. Encino, CA 91436	TEL			\$300,000.00
Target Enterprises Ltd. Encino, CA 91436	TEL			\$200,000.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through 12/31/2003		Page 43 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.
CNS campaign consultants
CTB contribution (explain nonmonetary)*
CVC civic donations
FIL candidate filing/ballot fees
FND fundraising events
IND independent expenditure supporting/opposing others (explain)*
LEG legal defense
LIT campaign literature and mailings

MBR member communications
MTG meetings and appearances
OFC office expenses
PET petition circulating
PHO phone banks
POL polling and survey research
POS postage, delivery and messenger services
PRO professional services (legal, accounting)
PRT print ads

RAD radio airtime and production costs
RFD returned contributions
SAL campaign workers' salaries
TEL t.v. or cable airtime and production costs
TRC candidate travel, lodging, and meals
TRS staff/spouse travel, lodging, and meals
TSF transfer between committees of the same candidate/sponsor
VOT voter registration
WEB information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Alison Levine San Francisco, CA 94123	CNS			\$1,050.00
The Davis Group Long Beach, CA 90803	CNS			\$5,000.00
Target Enterprises Ltd. Encino, CA 91436	TEL			\$700,000.00
Visa/Mastercard Atlanta, GA 30329	OFC			\$212.10
Visa/Mastercard Atlanta, GA 30329	OFC			\$2,680.10

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 44 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.
CNS campaign consultants
CTB contribution (explain nonmonetary)*
CVC civic donations
FIL candidate filing/ballot fees
FND fundraising events
IND independent expenditure supporting/opposing others (explain)*
LEG legal defense
LIT campaign literature and mailings

MBR member communications
MTG meetings and appearances
OFC office expenses
PET petition circulating
PHO phone banks
POL polling and survey research
POS postage, delivery and messenger services
PRO professional services (legal, accounting)
PRT print ads

RAD radio airtime and production costs
RFD returned contributions
SAL campaign workers' salaries
TEL t.v. or cable airtime and production costs
TRC candidate travel, lodging, and meals
TRS staff/spouse travel, lodging, and meals
TSF transfer between committees of the same candidate/sponsor
VOT voter registration
WEB information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Visa/Mastercard Atlanta, GA 30329	OFC		\$1,191.66
American Express Phoenix, AZ 85072	OFC		\$525.20
American Express Phoenix, AZ 85072	OFC		\$1,124.50
Californians for Schwarzenegger Santa Monica, CA 90405		Reimbursement of allocated expenses	\$78,766.66
Committee ID: 1256981 Calnet Business Bank Sacramento, CA 95814	OFC		\$646.05

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 45 of 92
		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Calnet Business Bank Sacramento, CA 95814	OFC			\$629.50
Strategic Communications Montecito, CA 93108	TEL			\$19,449.57
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$13,870.00
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$33,514.97
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$10,000.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 46 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.
CNS campaign consultants
CTB contribution (explain nonmonetary)*
CVC civic donations
FIL candidate filing/ballot fees
FND fundraising events
IND independent expenditure supporting/opposing others (explain)*
LEG legal defense
LIT campaign literature and mailings

MBR member communications
MTG meetings and appearances
OFC office expenses
PET petition circulating
PHO phone banks
POL polling and survey research
POS postage, delivery and messenger services
PRO professional services (legal, accounting)
PRT print ads

RAD radio airtime and production costs
RFD returned contributions
SAL campaign workers' salaries
TEL t.v. or cable airtime and production costs
TRC candidate travel, lodging, and meals
TRS staff/spouse travel, lodging, and meals
TSF transfer between committees of the same candidate/sponsor
VOT voter registration
WEB information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO			\$1,448.69
The Davis Group Long Beach, CA 90803	CNS			\$5,000.00
Charles P. Diamond Los Angeles, CA 90067	PRO			\$6,747.26
Re: Communication Strategies, Inc. Gold River, CA 95670	CNS			\$6,043.64
Californians for Schwarzenegger Santa Monica, CA 90405			Reimbursement for allocated expenditures	\$25,796.77
Committee ID: 1256981				

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 47 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.
CNS campaign consultants
CTB contribution (explain nonmonetary)*
CVC civic donations
FIL candidate filing/ballot fees
FND fundraising events
IND independent expenditure supporting/opposing others (explain)*
LEG legal defense
LIT campaign literature and mailings

MBR member communications
MTG meetings and appearances
OFC office expenses
PET petition circulating
PHO phone banks
POL polling and survey research
POS postage, delivery and messenger services
PRO professional services (legal, accounting)
PRT print ads

RAD radio airtime and production costs
RFD returned contributions
SAL campaign workers' salaries
TEL t.v. or cable airtime and production costs
TRC candidate travel, lodging, and meals
TRS staff/spouse travel, lodging, and meals
TSF transfer between committees of the same candidate/sponsor
VOT voter registration
WEB information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Californians for Schwarzenegger Santa Monica, CA 90405			Reimbursement of allocated expenses	\$174,203.23
Committee ID: 1256981				
Californians for Schwarzenegger Santa Monica, CA 90405			Reimbursement of allocated expenses	\$300,000.00
Committee ID: 1256981				
Californians for Schwarzenegger Santa Monica, CA 90405			Reimbursement of allocated expenses	\$288,388.50
Committee ID: 1256981				
Californians for Schwarzenegger Santa Monica, CA 90405			Reimbursements of allocated expenses	\$10,982.01
Committee ID: 1256981				
Californians for Schwarzenegger Santa Monica, CA 90405			Reimbursement of allocated expenses	\$114,017.99
Committee ID: 1256981				

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL

Schedule E (Continuation Sheet) Payments Made

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E (CONT.)

Statement covers period		CALIFORNIA FORM 460
from 09/21/2003		
through 12/31/2003		Page 48 of 92
NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis		I.D. NUMBER 1257330

SEE INSTRUCTIONS ON REVERSE

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
American Express Phoenix, AZ 85072	OFC			\$1,699.20
American Express Phoenix, AZ 85072	OFC			\$354.00
Toni Jimenez Los Angeles, CA 90048	FND			\$1,000.00
Voter Connect Communications, Inc. Gold River, CA 95670	TRS			\$1,973.84
Voter Connect Communications, Inc. Gold River, CA 95670	TRS			\$2,195.02

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL \$2,663,100.52

Schedule F Accrued Expenses (Unpaid Bills)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE F

Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA
FORM 460

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO	\$1,731.86	\$0.00	\$1,731.86	\$0.00
Bell, McAndrews, & Hiltachk Santa Monica, CA 90401	PRO	\$33,514.97	\$0.00	\$33,514.97	\$0.00
Wendy Cantor Hales Costa Mesa, CA 92626	CNS	\$7,500.00	\$0.00	\$7,500.00	\$0.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTALS

Schedule F Summary

- Total accrued expenses incurred this period. (Include all Schedule F, Column (b) subtotals for accrued expenses of \$100 or more, plus total unitemized accrued expenses under \$100.)..... **INCURRED TOTALS** \$5,010.00
- Total accrued expenses paid this period. (Include all Schedule F, Column (c) subtotals for payments on accrued expenses of \$100 or more, plus total unitemized payments on accrued expenses under \$100.)..... **PAID TOTALS** \$1,057,150.05
- Net change this period. (**Subtract** Line 2 from Line 1. Enter the difference here and on the Summary Page, Column A, Line 9.)..... **NET** (\$1,052,140.05)
May be a negative number.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

**Schedule F
(Continuation Sheet)
Accrued Expenses (Unpaid Bills)**

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period
from 09/21/2003
through 12/31/2003

**CALIFORNIA
FORM 460**

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NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Alice Borden Company Sherman Oaks, CA 91423	CNS	\$12,500.00	\$0.00	\$12,500.00	\$0.00
Dorsee Productions Rancho Santa Fe, CA 92067	CNS	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Hueter & Associates San Francisco, CA 94111	CNS	\$12,500.00	\$0.00	\$12,500.00	\$0.00
Stacy Davis Tustin, CA 92780	CNS	\$1,250.00	\$0.00	\$1,250.00	\$0.00

SUBTOTALS

Schedule F (Continuation Sheet) Accrued Expenses (Unpaid Bills)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE F (CONT.)

Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA
FORM **460**

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NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.	MBR member communications	RAD radio airtime and production costs
CNS campaign consultants	MTG meetings and appearances	RFD returned contributions
CTB contribution (explain nonmonetary)*	OFC office expenses	SAL campaign workers' salaries
CVC civic donations	PET petition circulating	TEL t.v. or cable airtime and production costs
FIL candidate filing/ballot fees	PHO phone banks	TRC candidate travel, lodging, and meals
FND fundraising events	POL polling and survey research	TRS staff/spouse travel, lodging, and meals
IND independent expenditure supporting/opposing others (explain)*	POS postage, delivery and messenger services	TSF transfer between committees of the same candidate/sponsor
LEG legal defense	PRO professional services (legal, accounting)	VOT voter registration
LIT campaign literature and mailings	PRT print ads	WEB information technology costs (internet, email)

*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Californians for Schwarzenegger Santa Monica, CA 90405	Reimbursement for allocated expenditures	\$25,796.77	\$0.00	\$25,796.77	\$0.00
Committee ID: 1256981					
Pillsbury Winthrop San Francisco, CA 94205	PRO	\$53,077.87	\$0.00	\$53,077.87	\$0.00
Wendy Warfield Sacramento, CA 95814	CNS	\$0.00	\$4,260.00	\$0.00	\$4,260.00
Hueter & Associates San Francisco, CA 94111	CNS	\$0.00	\$750.00	\$0.00	\$750.00

SUBTOTALS

**Schedule F
(Continuation Sheet)
Accrued Expenses (Unpaid Bills)**

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA FORM 460
Page 52 of 92

NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis	I.D. NUMBER 1257330
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CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- | | | |
|---|---|---|
| CMP campaign paraphernalia/misc. | MBR member communications | RAD radio airtime and production costs |
| CNS campaign consultants | MTG meetings and appearances | RFD returned contributions |
| CTB contribution (explain nonmonetary)* | OFC office expenses | SAL campaign workers' salaries |
| CVC civic donations | PET petition circulating | TEL t.v. or cable airtime and production costs |
| FIL candidate filing/ballot fees | PHO phone banks | TRC candidate travel, lodging, and meals |
| FND fundraising events | POL polling and survey research | TRS staff/spouse travel, lodging, and meals |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense | PRO professional services (legal, accounting) | VOT voter registration |
| LIT campaign literature and mailings | PRT print ads | WEB information technology costs (internet, email) |

*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Alice Borden Company Sherman Oaks, CA 91423	CNS	\$12,500.00	\$0.00	\$12,500.00	\$0.00
Kramer & Associates Elk Grove, CA 95758	CNS	\$3,750.00	\$0.00	\$3,750.00	\$0.00
Voter Connect Communications, Inc. Gold River, CA 95670	TRS	\$1,973.84	\$0.00	\$1,973.84	\$0.00
Wendy Warfield Sacramento, CA 95814	CNS	\$6,250.00	\$0.00	\$6,250.00	\$0.00

SUBTOTALS

**Schedule F
(Continuation Sheet)
Accrued Expenses (Unpaid Bills)**

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period
from 09/21/2003
through 12/31/2003

**CALIFORNIA
FORM 460**

Page 53 of 92

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- | | | |
|---|---|---|
| CMP campaign paraphernalia/misc. | MBR member communications | RAD radio airtime and production costs |
| CNS campaign consultants | MTG meetings and appearances | RFD returned contributions |
| CTB contribution (explain nonmonetary)* | OFC office expenses | SAL campaign workers' salaries |
| CVC civic donations | PET petition circulating | TEL t.v. or cable airtime and production costs |
| FIL candidate filing/ballot fees | PHO phone banks | TRC candidate travel, lodging, and meals |
| FND fundraising events | POL polling and survey research | TRS staff/spouse travel, lodging, and meals |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense | PRO professional services (legal, accounting) | VOT voter registration |
| LIT campaign literature and mailings | PRT print ads | WEB information technology costs (internet, email) |

*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Toni Jimenez Los Angeles, CA 90048	FND	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Californians for Schwarzenegger Santa Monica, CA 90405	Reimbursement of allocated expenses	\$876,609.72	\$0.00	\$876,609.72	\$0.00
Committee ID: 1256981 Voter Connect Communications, Inc. Gold River, CA 95670	TRS	\$2,195.02	\$0.00	\$2,195.02	\$0.00
SUBTOTALS		\$1,057,150.05	\$5,010.00	\$1,057,150.05	\$5,010.00

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 54 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Cable Scope of NJ Inc.

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
ATT Media Services Fresno, CA 93727	TEL			\$11,127.00
Adlink Los Angeles, CA 90025	TEL			\$54,367.00
Bright House Networks Bakersfield, CA 93308	TEL			\$3,361.95
Comcast Advertising Sales Sacramento, CA 95833	TEL			\$33,907.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$101.00

* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 55 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Cable Scope of NJ Inc.

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Comcast Advertising Sales Bellflower, CA 90706	TEL			\$40,038.00
Cox Media San Diego, CA 92103	TEL			\$24,244.00
Time Warner Cable Costa Mesa, CA 92626	TEL			\$59,469.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$123.00

* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 56 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Aaron, Thomas & Associates, Inc. Chatsworth, CA 91311	FND			\$284.84
Air Shasta Rotor & Wing Redding, CA 96002	MTG			\$216.00
Garrett Ashley Beverly Hills, CA 90212	SAL			\$543.64
BMG Songs, Inc. New York, NY 10036	MTG			\$900.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$1944.48

* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period		CALIFORNIA FORM 460
from	09/21/2003	
through	12/31/2003	Page 57 of 92

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Eric Beach Los Angeles, CA 90039	SAL			\$332.23
Blue Rocket Data San Francisco, CA 94109	OFC			\$450.00
Tracey Buck-Walsh Sacramento, CA 95831	TRS			\$122.38
Cafe Primavera Los Gatos, CA 95032	FND			\$902.25

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$1806.86

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Century Plaza Hotel Century City, CA 90067	FND			\$4,500.00
Century Plaza Hotel Century City, CA 90067	FND			\$4,962.93
Andrew Chang San Carlo, CA 94070	SAL			\$527.53
Erynn Chapman Elk Grove, CA 95758	SAL			\$351.85

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TOTAL* \$887.38

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Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR
Californians for Schwarzenegger

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Erynn Chapman Elk Grove, CA 95758	OFC			\$114.67
City of Sacramento Sacramento, CA 95814	MTG			\$792.00
Pat Clarey Studio City, CA 91604	SAL			\$1,250.46
Patrick Dorinson Folsom, CA 95630	SAL			\$643.34

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$1551.01

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Embassy Suites San Diego, CA 92101	TRS			\$1,117.16
Executive Jet Management Cincinnati, OH 45226	TRC			\$1,555.50
Executive Jet Management Cincinnati, OH 45226	TRC			\$1,320.29
Adrian Farley Los Angeles, CA 90027	SAL			\$286.40

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TOTAL* \$289.40

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Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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SCHEDULE G

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Federal Express Mephis, TN 38101	POS			\$180.90
Glen Fisher San Diego, CA 92107	CNS			\$270.00
Gavin DeBecker & Associates Studio City, CA 91604	OFC			\$9,000.00
Robert Gluck Washington, DC 20007	SAL			\$580.65

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TOTAL* \$1040.55

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FPPC Form 460 (June/01)
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Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Daniel J. Gullahorn San Diego, CA 92108	SAL			\$185.22
Karen Hanretty Sacramento, CA 95831	SAL			\$543.64
Todd Harris Walnut Creek, CA 94598	SAL			\$800.01
Louise M. Helbert Irvine, CA 92614	SAL			\$315.80

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TOTAL* \$1844.67

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Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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Kathryn Hutchinson San Francisco, CA 94118	SAL			\$482.03
Imageactive-Profitable Connections Sherman Oaks, CA 91423	MTG			\$1,055.86
Elaine Jennings San Diego, CA 92103	SAL			\$318.93
Toni Jimenez Los Angeles, CA 90048	CNS			\$180.00

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TOTAL* \$981.96

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Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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SCHEDULE G

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Jonathan's Valet Parking Santa Barbara, CA 91360	FND			\$169.20
Kinetic Lighting Los Angeles, CA 90067	MTG			\$3,600.90
LA Center Studios Los Angeles, CA 90017	MTG			\$957.01
Heather Lambert Alexandria, VA 22303	SAL			\$207.51

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TOTAL* \$1336.72

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Schedule G

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
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Kelly Martin Pasadena, CA 91105	SAL			\$332.46
Rebecca Martinez Santa Monica, CA 90405	SAL			\$145.15
Katherine McLane Austin, TX 78701	SAL			\$306.11
Holly Morris Tarzana, CA 91356	SAL			\$312.52

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TOTAL* \$1096.24

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SCHEDULE G

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
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Malia N. Muagututia-Herz Long Beach, CA 90807	SAL			\$163.98
Jon Myers San Diego, CA 92131	SAL			\$357.89
Darrel Ng Berkeley, CA 94704	SAL			\$325.35
Orange County Fair and Exhibition Costa Mesa, CA 92626	MTG			\$732.96

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TOTAL* \$1580.18

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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
H. D. Palmer Sacramento, CA 95864	SAL			\$525.56
Paychex Gold River, CA 95670	OFC			\$8,157.59
Phil Carson & Associates Beverly Hills, CA 90201	MTG			\$1,044.00
Carol Leslie Propp West Hollywood, CA 90069	SAL			\$416.07

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TOTAL* \$950.63

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Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

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NAME OF AGENT OR INDEPENDENT CONTRACTOR

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Robert Quigley Los Angeles, CA 90066	SAL			\$352.45
Clay Reed Los Angeles, CA 90046	SAL			\$315.80
Ed Reno Newport Beach, CA 92663	SAL			\$517.52
Joseph Rodota Sacramento, CA 95818	SAL			\$1,025.23

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TOTAL* \$1186.77

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Clay Russell Los Angeles, CA 90013	SAL			\$312.52
SBC Sacramento, CA 95887	OFC			\$1,442.93
Sacramento Police Department Sacramento, CA 95822	MTG			\$270.00
San Bernadino Int'l Airport San Bernadino, CA 92408	MTG			\$360.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$943.52

* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period		CALIFORNIA FORM 460
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
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LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Seven Oaks Country Club Bakersfield, CA 93311	FND			\$958.84
Tony Siciliani Sacramento, CA 95816	LIT			\$1,489.14
Michele St. Martin Sacramento, CA 95819	SAL			\$348.36
Strikeforce Santa Monica, CA 90405	OFC			\$1,451.25

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$1309.20

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
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to whole dollars.

SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
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* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
The Bus Bank Chicago, IL 60601	MTG			\$1,638.00
The Bus Bank Chicago, IL 60601	TRS			\$9,281.52
The Messages Group Thousand Oaks, CA 91362	PHO			\$603.00
U.S. Postal Service Santa Monica, CA 90401	POS			\$313.02

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$926.02

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
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SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR
Californians for Schwarzenegger

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CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
VCG Venice Consulting Group Venice, CA 90291	WEB			\$2,947.50
Verizon Culver City, CA 90230	OFC			\$810.00
Visa/Mastercard Atlanta, GA 30329	OFC			\$303.31
Visa/Mastercard Atlanta, GA 30329	OFC			\$3,964.12

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$1118.31

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Californians for Schwarzenegger

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CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
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LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Walter Von Huene Northridge, CA 91326	CNS			\$900.00
Debra E. Williams Los Angeles, CA 90034	SAL			\$213.18
Marty Wilson Carmichael, CA 95608	POS			\$187.20
Marty Wilson Carmichael, CA 95608	TRS			\$134.78

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$1435.16

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period
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CALIFORNIA
FORM **460**

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR
Californians for Schwarzenegger

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.	MBR member communications	RAD radio airtime and production costs
CNS campaign consultants	MTG meetings and appearances	RFD returned contributions
CTB contribution (explain nonmonetary)*	OFC office expenses	SAL campaign workers' salaries
CVC civic donations	PET petition circulating	TEL t.v. or cable airtime and production costs
FIL candidate filing/ballot fees	PHO phone banks	TRC candidate travel, lodging, and meals
FND fundraising events	POL polling and survey research	TRS staff/spouse travel, lodging, and meals
IND independent expenditure supporting/opposing others (explain)*	POS postage, delivery and messenger services	TSF transfer between committees of the same candidate/sponsor
LEG legal defense	PRO professional services (legal, accounting)	VOT voter registration
LIT campaign literature and mailings	PRT print ads	WEB information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Wine & Roses Lodi, CA 95242	FND			\$4,406.40

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$4.00

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FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
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to whole dollars.

SCHEDULE G

Statement covers period
from 09/21/2003
through 12/31/2003

CALIFORNIA
FORM **460**

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR
Strategic Communications

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Gryphon Promotions Hollywood, CA 90038	TEL			\$3,150.00
Joseph Leonard New York, NY 10009	TEL			\$2,500.00
The Cimarron Group Hollywood, CA 90038	TEL			\$7,997.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$12.00

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FPPC Form 460 (June/01)
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Schedule G

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SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Target Enterprises Ltd.

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CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Cable Scope of NJ Inc. Boonton, NJ 07480	TEL			\$226,513.95
DG Systems Dallas, TX 95389	TEL			\$1,907.34
KABC TV Glendale, CA 91201	TEL			\$253,189.50
KBAK TV Bakersfield, CA 93301	TEL			\$7,798.75

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TOTAL* \$487.00

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FPPC Form 460 (June/01)
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Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

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SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Target Enterprises Ltd.

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KBFX TV Bakersfield, CA 93301	TEL			\$722.50
KCAL TV Hollywood, CA 90028	TEL			\$55,590.00
KCBS TV Hollywood, CA 90028	TEL			\$152,536.75
KCRA TV Sacramento, CA 95814	TEL			\$45,985.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$974.50

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Schedule G

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SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Target Enterprises Ltd.

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KERO TV Bakersfield, CA 93301	TEL			\$4,628.25
KFMB TV San Diego, CA 92111	TEL			\$33,362.50
KFRE TV Fresno, CA 93727	TEL			\$1,275.00
KFSN TV Fresno, CA 93706	TEL			\$19,762.50

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TOTAL* \$57.00

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SCHEDULE G

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
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NAME OF AGENT OR INDEPENDENT CONTRACTOR
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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KGET TV Bakersfield, CA 93301	TEL			\$10,565.50
KGPE TV Fresno, CA 93726	TEL			\$3,123.75
KGTV TV San Diego, CA 92102	TEL			\$35,530.00
KMPH TV Fresno, CA 93727	TEL			\$7,140.00

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TOTAL* \$55.00

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Schedule G

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SCHEDULE G

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Target Enterprises Ltd.

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NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KNBC TV Burbank, CA 91523	TEL			\$209,822.50
KNSD TV San Diego, CA 92101	TEL			\$31,747.50
KOVR TV W. Sacramento, CA 95605	TEL			\$25,572.25
KSEE TV Fresno, CA 93727	TEL			\$8,954.75

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TOTAL* \$273.00

* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule G

Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE G

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

NAME OF AGENT OR INDEPENDENT CONTRACTOR

Target Enterprises Ltd.

CODES: If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP	campaign paraphernalia/misc.	MBR	member communications	RAD	radio airtime and production costs
CNS	campaign consultants	MTG	meetings and appearances	RFD	returned contributions
CTB	contribution (explain nonmonetary)*	OFC	office expenses	SAL	campaign workers' salaries
CVC	civic donations	PET	petition circulating	TEL	t.v. or cable airtime and production costs
FIL	candidate filing/ballot fees	PHO	phone banks	TRC	candidate travel, lodging, and meals
FND	fundraising events	POL	polling and survey research	TRS	staff/spouse travel, lodging, and meals
IND	independent expenditure supporting/opposing others (explain)*	POS	postage, delivery and messenger services	TSF	transfer between committees of the same candidate/sponsor
LEG	legal defense	PRO	professional services (legal, accounting)	VOT	voter registration
LIT	campaign literature and mailings	PRT	print ads	WEB	information technology costs (internet, email)

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KTTLA TV Los Angeles, CA 90028	TEL			\$85,616.25
KUSI TV San Diego, CA 92123	TEL			\$5,057.50
KXTV TV Sacramento, CA 95818	TEL			\$32,895.00

Attach additional information on appropriately labeled continuation sheets.

TOTAL* \$122.00

* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule H – Loans Made to Others*

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE H

Statement covers period from 09/21/2003 through 12/31/2003	CALIFORNIA FORM 460
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER
Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER
1257330

FULL NAME, STREET ADDRESS AND ZIP CODE OF RECIPIENT (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	(a) OUTSTANDING BALANCE BEGINNING THIS PERIOD	(b) AMOUNT LOANED THIS PERIOD	(c) REPAYMENT OR FORGIVENESS THIS PERIOD*	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD	(e) INTEREST RECEIVED	(f) ORIGINAL AMOUNT OF LOAN	(g) CUMULATIVE LOANS TO DATE
				<input type="checkbox"/> PAID <input type="checkbox"/> FORGIVEN		_____% RATE		CALENDAR YEAR PER ELECTION**
					DATE DUE		DATE INCURRED	
				<input type="checkbox"/> PAID <input type="checkbox"/> FORGIVEN		_____% RATE		CALENDAR YEAR PER ELECTION**
					DATE DUE		DATE INCURRED	
*Loans that are contributions to another candidate or committee must also be summarized on Schedule D. Loans forgiven must also be reported on Schedule E.		SUBTOTALS						

(Enter (e) on
Schedule I, Line 3)

Schedule H Summary

1. Loans made this period
(Total Column (b) plus unitemized loans less than \$100.)

2. Payments received on loans
(Total Column (c) plus unitemized payments less than \$100.)

3. Net change this period. (Subtract Line 2 from Line 1.) **NET**
(Enter the net here and on the Summary Page, Column A, Line 7.)

** If Required

(May be a negative number)

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

Statement covers period		CALIFORNIA FORM 460
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
12/2/2003	Target Enterprises Ltd. Encino, CA 91436	Refund from media	\$3,790.31
9/23/2003	Matthew Harmon Rocklin, CA 95677	Purchase of Framed Art Zeller Print	\$200.00
9/23/2003	Robbie Hovatter Acampo, CA 95220	Purchase of T3 Film Slade	\$200.00
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of T3 Leather Jacket	\$500.00
9/23/2003	Charmaine Tyrrell Stockton, CA 95219	Purchase of T3 Humidor	\$200.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule I Summary

- Increases to cash of \$100 or more this period.....
- Unitemized increases to cash under \$100 this period.....
- Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....
- Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....

TOTAL

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

Statement covers period

from 09/21/2003

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CALIFORNIA FORM 460

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
9/23/2003	Matthew Harmon Rocklin, CA 95677	Purchase of Framed Drawing of Arnold Schwarzenegger	\$350.00
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of T3 Jewelry Box	\$250.00
9/23/2003	Matthew Harmon Rocklin, CA 95677	Purchase of Framed Art Zeller Print	\$200.00
9/23/2003	Tena Togninali Stockton, CA 95212	Purchase of Small Humidor	\$150.00
9/23/2003	John Ferraiolo Stockton, CA 95212	Purchase Yamagata Framed Print	\$250.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule I Summary

- Increases to cash of \$100 or more this period.....
- Unitemized increases to cash under \$100 this period.....
- Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....
- Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....

TOTAL

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

Statement covers period	CALIFORNIA FORM 460
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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of Yamagata Framed Print	\$250.00
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of T3 Script	\$50.00
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of Maria Book	\$10.00
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of Maria Book	\$10.00
9/23/2003	Joseph Eger Acampo, CA 95206	Purchase of Two Crew Jackets	\$150.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule I Summary

- Increases to cash of \$100 or more this period.....
- Unitemized increases to cash under \$100 this period.....
- Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....
- Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....

TOTAL

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

Statement covers period

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CALIFORNIA
FORM **460**

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
10/2/2003	Diedre Gordon Los Angeles, CA 90049	Purchase of San Ysidro Package	\$1,100.00
10/2/2003	Fred Karger Los Angeles, CA 90046	Purchase of Sports Club LA Package #2	\$750.00
10/2/2003	Eric Hyman Los Angeles, CA 90077	Purchase of Sports Club LA Package #1	\$1,000.00
10/2/2003	Ed Connors Marina Del Rey, CA 90292	Purchase of Framed Art Zell Print - Walk On Gym	\$200.00
10/2/2003	Mike Margolis Los Angeles, CA 90020	Purchase of 2 Join Arnold Jackets	\$150.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule I Summary

- Increases to cash of \$100 or more this period.....
- Unitemized increases to cash under \$100 this period.....
- Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....
- Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....

TOTAL

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

Statement covers period		CALIFORNIA FORM 460
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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis	I.D. NUMBER 1257330
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DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
10/2/2003	Karen Black Rolling Hills, CA 90274	Purchase of Rodeo Dr. Weekend Package - Luxe Hotel	\$350.00
10/2/2003	Richard Naegele Beverly Hills, CA 90210	Purchase of T2 Script & Air Force One Jacket	\$225.00
10/2/2003	Layna Friedman Pacific Palisades, CA 90272	Purchase of T3 Humidor	\$200.00
10/2/2003	David Feldman Beverly Hills, CA 90212	Purchase of T3 Humidor	\$200.00
10/2/2003	Robin Talmadge San Francisco, CA 94110	Purchase of Chess Humidor	\$500.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule I Summary

- Increases to cash of \$100 or more this period.....
- Unitemized increases to cash under \$100 this period.
- Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....
- Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....

TOTAL

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

Statement covers period

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NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
10/2/2003	Joe Talmadge San Francisco, CA 94110	Purchase of Small Humidor	\$150.00
10/2/2003	Trish Crupi Canyon Country, CA 91387	Purchase of Palmilla Villa - Villa del Mar	\$2,000.00
10/2/2003	Soloman Aflalo Westlake Village, CA 91360	Purchase of Hiro Yamagata Book	\$250.00
10/2/2003	Tonian Hohberg Santa Monica, CA 90402	Purchase of T3 Memorabilia And Yamagata Print	\$1,147.00
10/2/2003	Dr. Gladwin Gill Glendale, CA 91201	Purchase of Art Zeller Art and Accessories	\$850.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL

Schedule I Summary

- Increases to cash of \$100 or more this period.....
- Unitemized increases to cash under \$100 this period.
- Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....
- Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....

TOTAL

FPPC Form 460 (June/01)
FPPC Toll-Free Helpline: 866/ASK-FPPC

Schedule I

Miscellaneous Increases to Cash

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE I

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SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Arnold Schwarzenegger's Total Recall Committee, Vote Yes to Recall Gray Davis

I.D. NUMBER

1257330

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
10/2/2003	Dean Patterson Encinitas, CA 92024	Purchase of Luxe Hotel - 2 Nite Package - Bel Air	\$400.00
10/2/2003	Regina Risolio Marina Del Rey, CA 90292	Purchase of T3 Jewelry Box	\$250.00
10/2/2003	Regina Risolio Marina Del Rey, CA 90292	Purchase of Maria Book (10 Things)	\$10.00
10/2/2003	Tom Huston Carson, CA 90745	Purchase of Wilson Creek Package	\$300.00

Attach additional information on appropriately labeled continuation sheets.

SUBTOTAL \$16,592.31

Schedule I Summary

1. Increases to cash of \$100 or more this period.....	\$16,592.31
2. Unitemized increases to cash under \$100 this period.	\$239.03
3. Total of all interest received this period on loans made to others. (Schedule H, Column (e).).....	\$0.00
4. Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.).....	TOTAL \$16,831.34

FPPC Form 460 (June/01)
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Memo Reference:

Related Committees Not Included in this Statement: Citizens for After-school Programs, Yes on Proposition 49, ID # 1240592, Controlled Committee, Treasurer: Larry Scott, 1629 Columbia St., San Diego, CA 92101, (760) 632-3600; Californians for Schwarzenegger #1256981, Controlled Committee, Treasurer: Colleen C. McAndrews, 1441 Fourth St., Santa Monica, CA 90401, (310) 458-1405; Governor Schwarzenegger's California Recovery Team, ID#1261406, Controlled Committee, Treasurer: Thomas W. Hiltachk, 455 Capitol Mall, Ste. 801, Sacramento, CA 95814, (916) 442-7757; Californians for a Balanced Budget, Yes on 57 & 58, ID# 1261936, Controlled Committee, Treasurer: Thomas W. Hiltachk, 455 Capitol Mall, Ste. 801, Sacramento, CA 95814, (916) 442-7757; Californians for Schwarzenegger, ID # 1256981 Controlled Committee, Treasurer: Colleen C. McAndrews, 1441 Fourth St., Santa Monica, CA 90401, (310) 458-1405

Memo Reference: INC426

Contribution returned on 11/24/03.

Memo Reference: INC162

Affiliated with William Lyon Homes, Inc.

Memo Reference: INC217

Contribution returned on 10/24/03.

Memo Reference: INC235

Affiliated with Waste Management - Western Group, 915 L Street, Suite 1430, Sacramento, CA 95814

Memo Reference: INC341

Contribution returned by bank on 10/23/03.

Memo Reference: EXP427

Automatically returned by bank.

Memo Reference: NON98

Auction items from personal collection.

Memo Reference: NON99
Auction items from personal collection.

Memo Reference: NON182
Auction: Items from personal collection.
